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RECORDATION NO. 14510-A FILED 1486

MAY 26 1993 3:05 PM

INTERSTATE COMMERCE COMMISSION OF COUNSEL

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

May 26, 1993

3-146A041

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

14510-A

MAY 26 2 53 PM '93
NOTICE OF FILING UNIT

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two duly executed and acknowledged copies of a Termination of Equipment Lease Agreement, dated April 27, 1993, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Memorandum of Equipment, dated as of December 19, 1984, which was duly filed with the Commission on December 20, 1984 under Recordation Number 14510.

The names and addresses of the parties to the enclosed document are:

Lessor: Ogden Allied Financial Services Corporation
(f/k/a Ogden Financial Services Corporation)
2 Penn Plaza, 25th Floor
New York, New York 10121

Lessee/
Assignor: Tucson Electric Power Company
220 West Sixth Street
Tucson, Arizona 85702

Assignee: Valencia Energy Company
220 West Sixth Street
Tucson, Arizona 85702

(Handwritten signature)

Interstate Commerce Commission
Washington, D.C. 20423

5/26/93

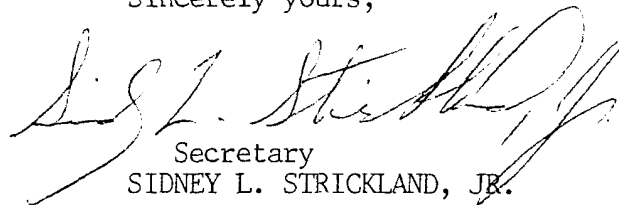
OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord & Alvord
918 16th St N.W.
Washington, D.C. 20006

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on **5/26/93** at **3:05pm**, and assigned
recordation number(s). **14510-A, 17096-D & 18248**

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

MAY 26 1993 3:05 PM

TERMINATION OF EQUIPMENT LEASE AGREEMENT

INTERSTATE COMMERCE COMMISSION

THIS TERMINATION OF EQUIPMENT AGREEMENT, made as of this 27th day of April, 1993, by and between Ogden Allied Financial Services Corporation, a Delaware corporation formerly known as Ogden Financial Services Corporation ("Ogden"), Tucson Electric Power Company, an Arizona corporation ("TEP"), and Valencia Energy Company, an Arizona corporation ("Valencia").

WHEREAS, Ogden and TEP are parties to an Equipment Lease dated as of February 10, 1984 (the "Lease"); and

WHEREAS, the Lease was assigned by TEP to Valencia; and

WHEREAS, a Memorandum of Equipment Lease dated December 19, 1984 was entered into between Ogden and Valencia (the "Agreement"); and

WHEREAS, the Agreement was duly filed for recordation with the Interstate Commerce Commission (the "ICC") pursuant to 49 U.S.C. Section 11303, on February 20, 1984 and given Recordation Number 14510; and

WHEREAS, TEP, Valencia and Ogden desire to terminate and cancel the Lease and the Agreement and to record such termination and cancellation with the ICC;

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, TEP, Valencia and Ogden intending to be legally bound, agree as follows:

1. Ogden, Valencia and TEP hereby terminate and cancel the Lease and the Agreement, effective April 27, 1993.

2. The parties agree to record this Termination of Equipment Lease Agreement with the ICC.

3. This Termination of Equipment Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Termination of Equipment Lease Agreement.

Ogden Allied Financial Services
Corporation

Tucson Electric Power Company

By: Jerry J. Effinger
Title: SECRETARY

By: _____
Title: _____

Valencia Energy Company

By: _____
Title: _____

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this _____ day of April, 1993, before me personally appeared John L. E. Figen
_____, to me personally known, who, being by me duly sworn, says that he is Secretary
_____ of Ogden Allied Financial Services Corporation, and that said instrument was signed on behalf
of said Corporation, and he acknowledged that the execution of the foregoing instrument was the free act
and deed of said Corporation.

Paul J. [Signature]
Notary Public
My Commission Expires: Feb 23, 1995

KENNETH S. GOODWIN
NOTARY PUBLIC, State of New York
Qualified No. 604357319
Commission Expires Feb. 23, 1995

THE STATE OF ARIZONA)
)
COUNTY OF _____)

On this _____ day of April, 1993, before me personally appeared _____
_____, to me personally known, who, being by me duly sworn, says that (s)he is _____
_____ of Tucson Electric Power Company, and that said instrument was signed on behalf of said
Corporation, and he acknowledged that the execution of the foregoing instrument was the free act and
deed of said Corporation.

Notary Public
My Commission Expires: _____

THE STATE OF ARIZONA)
)
COUNTY OF _____)

On this _____ day of April, 1993, before me personally appeared _____
_____, to me personally known, who, being by me duly sworn, says that (s)he is _____
_____ of Valencia Energy Company, and that said instrument was signed on behalf of said Corporation,
and he acknowledged that the execution of the foregoing instrument was the free act and deed of said
Corporation.

My Commission Expires: _____

TERMINATION OF EQUIPMENT LEASE AGREEMENT

THIS TERMINATION OF EQUIPMENT AGREEMENT, made as of this 27th day of April, 1993, by and between Ogden Allied Financial Services Corporation, a Delaware corporation formerly known as Ogden Financial Services Corporation ("Ogden"), Tucson Electric Power Company, an Arizona corporation ("TEP"), and Valencia Energy Company, an Arizona corporation ("Valencia").

WHEREAS, Ogden and TEP are parties to an Equipment Lease dated as of February 10, 1984 (the "Lease"); and

WHEREAS, the Lease was assigned by TEP to Valencia; and

WHEREAS, a Memorandum of Equipment Lease dated December 19, 1984 was entered into between Ogden and Valencia (the "Agreement"); and

WHEREAS, the Agreement was duly filed for recordation with the Interstate Commerce Commission (the "ICC") pursuant to 49 U.S.C. Section 11303, on February 20, 1984 and given Recordation Number 14510; and

WHEREAS, TEP, Valencia and Ogden desire to terminate and cancel the Lease and the Agreement and to record such termination and cancellation with the ICC;

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, TEP, Valencia and Ogden intending to be legally bound, agree as follows:

1. Ogden, Valencia and TEP hereby terminate and cancel the Lease and the Agreement, effective April 27, 1993.

2. The parties agree to record this Termination of Equipment Lease Agreement with the ICC.

3. This Termination of Equipment Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Termination of Equipment Lease Agreement.

Ogden Allied Financial Services
Corporation

By: _____
Title: _____

Valencia Energy Company

By: [Signature]
Title: Asst. Secretary

Tucson Electric Power Company

By: [Signature]
Title: Senior V.P. and C.O.O.

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this _____ day of April, 1993, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is _____ of Ogden Allied Financial Services Corporation, and that said instrument was signed on behalf of said Corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public
My Commission Expires: _____

THE STATE OF ARIZONA)
)
COUNTY OF PIMA)

On this 27th day of April, 1993, before me personally appeared Keweenaw Joyce, to me personally known, who, being by me duly sworn, says that (s)he is Inv. & C.O. of Tucson Electric Power Company, and that said instrument was signed on behalf of said Corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Margo Benson
Notary Public
My Commission Expires: 7/1/95

THE STATE OF ARIZONA)
)
COUNTY OF PIMA)

On this 27th day of April, 1993, before me personally appeared Vincent Nitido, Jr., to me personally known, who, being by me duly sworn, says that (s)he is Secretary of Valencia Energy Company, and that said instrument was signed on behalf of said Corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Janice Spencer
My Commission Expires: August 8, 1995